

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the
 Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* Chung Bernard		2. Issuer Name and Ticker or Trading Symbol Velo3D, Inc. [VLD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ X Other (specify below) Vice President, Finance	
(Last) (First) (Middle) C/O VELO3D, INC., 511 DIVISION STREET		3. Date of Earliest Transaction (Month/Day/Year) 12/07/2021			
(Street) CAMPBELL, CA 95008		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person	
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned			

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (right to buy Common Stock)	\$ 0.18	12/07/2021		A		407,467 (1)	(2)	12/15/2030	Common Stock	407,467	\$ 0	407,467	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chung Bernard C/O VELO3D, INC. 511 DIVISION STREET CAMPBELL, CA 95008				Vice President, Finance

Signatures

/s/ William D. McCombe as attorney-in-fact for Bernard Chung 12/09/2021
Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Pursuant to the Business Combination Agreement, dated March 22, 2021 (the "Business Combination Agreement"), by and between JAWS Spitfire Acquisition Corporation, a Cayman Islands exempted company ("JAWS"), Spitfire Merger Sub, Inc., a Delaware corporation, and Velo3D, Inc., a Delaware corporation ("Velo3D"), the parties effected a business combination transaction ("Business Combination") on September 29, 2021. As a result of the Business Combination, Velo3D became a wholly owned subsidiary of JAWS. Velo3D was renamed "Velo3D US, Inc." and JAWS was renamed "Velo3D, Inc." ("New Velo3D"). Pursuant to the forfeiture provision in the Business Combination Agreement, the outstanding options of Velo3D were exchanged for comparable options of New Velo3D at the exchange ratio of 0.8149 to 1, subject to the same terms and conditions that applied to the original grant.
- (1)
- (2) The option vests as to 1/4 of the total shares on December 17, 2020, and thereafter 2.0833% of the remaining shares vest monthly until such time as the option is 100% vested, subject to the continued service of the Reporting Person on each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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